

MKS INSTRUMENTS INC
Form 4
March 31, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EMERSON ELECTRIC CO

2. Issuer Name and Ticker or Trading Symbol

MKS INSTRUMENTS INC [MKSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8000 W. FLORISSANT AVE.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

03/29/2006

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

ST LOUIS, MO 63136

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/29/2006		S	15,000 D \$ 23.2516 (1)	7,491,711	I	Through a subsidiary (2)
Common Stock	03/30/2006		S	15,000 D \$ 23.1556 (3)	7,476,711	I	Through a subsidiary (2)
Common Stock					1,065,182	D (4)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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- The sales were effected in multiple transactions, at varying prices, on March 30, 2006, as follows: 100 shares at \$23.07; 100 at \$23.08; 300 at \$23.09; 1,300 at \$23.10; 700 at \$23.11; 1,700 at \$23.12; 1,100 at \$23.13; 700 at \$23.14; 2,600 at \$23.15; 1,500 at \$23.16; 900 at \$23.17; 900 at \$23.18; 412 at \$23.19; 688 at \$23.20; 700 at \$23.21; 100 at \$23.22; 200 at \$23.23; 400 at \$23.24; 200 at \$23.26; 100 at \$23.27; 100 at \$23.29; and 200 at \$23.30. The weighted average sales price for these transactions was \$23.1556 per share.
- (3)
- (4) The reported securities are owned directly by Emerson Electric Co.

Remarks:

See Exhibit 99.1 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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